No. 89-372

Supreme Court, U.S.
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JOSEPH F. SPANIOL, JR.
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IN THE

Supreme Court of the United States

OCTOBER TERM, 1988

AMANDA ACQUISITION CORPORATION,
Petitioner,

—v.—

UNIVERSAL FOODS CORPORATION, ALAN R. ANDERSON, MICHAEL E. BATTEN, DR. OLAN D. FORKER, DR. CAROL I. WASLIEN GHAZAII, LEON T. KENDALL, PAUL L. KOHNSTAMM, CHARLES S. MCNEER, ORVILLE R. MERTZ, JOHN L. MURRAY, DR. BERNARD S. SCHWEIGERT, GUY A. OSBORN, GERARD E. VENEMAN and DARRELL E. WILDE,
Respondents.

ON PETITION FOR A WRIT OF CERTIORARI TO THE UNITED STATES COURT OF APPEALS FOR THE SEVENTH CIRCUIT

PETITIONER'S SUPPLEMENTAL BRIEF

Gregory P. Joseph*
Stephen Lew
Alan V. Goldman
Honey L. Leichner
Eric S. Sherby

FRIED, FRANK, HARRIS, SHRIVER & JACOBSON
(A Partnership Including Professional Corporations)
One New York Plaza
New York, New York 10004
(212) 820-8000

**Attorney of Record*

Counsel for Petitioner

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PETITIONER'S SUPPLEMENTAL BRIEF

Pursuant to Rule 22.6 of this Court, Petitioner submits this supplemental brief to inform the Court of a factual development occurring subsequent to the filing of the Petition.[1] Petitioner's tender offer (the "Offer") for shares of common stock of Respondent Universal Foods Corporation ("Universal") expired on September 11, 1989. Petitioner permitted the Offer

1 Supreme Court Rule 22.6 provides that:

> Any party may file a supplemental brief at anytime while a petition for writ of certiorari is pending calling attention to new cases or legislation or *other intervening matter not available at the time of the party's last filing*. A supplemental brief, restricted to such new matter, may not exceed 10 pages. Forty copies of any such brief, prepared in accordance with Rule 33 and served as prescribed by Rule 28, shall be filed.

(Emphasis added.)

to expire for two reasons: (1) to keep the Offer open would have cost the Petitioner approximately $6,000 per day in additional financing fees and (2) the Offer could not in any event be consummated in light of the Wisconsin Business Combination Act, the constitutionality of which is challenged in the Petition.

The jurisdiction of this Court to review the Seventh Circuit judgment is not affected by the expiration of the Offer. Petitioner spent approximately $16.5 million in pursuit of the Offer, which was thwarted by operation of the Wisconsin Act, and remains interested in acquiring Universal. The Petition thus seeks review of a multimillion dollar case and controversy. Petitioner also remains a Universal stockholder, the value of whose shares is affected by the existence of the Wisconsin Act. Therefore, Petitioner continues to urge that the Court grant certiorari to define the limits of State power to entrench upon the national tender offer process regulated by the Williams Act and to clarify the status of the *Pike* balancing test.

Dated: New York, New York
September 14, 1989

Respectfully submitted,

Gregory P. Joseph*
Stephen Lew
Alan V. Goldman
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Eric S. Sherby

FRIED, FRANK, HARRIS, SHRIVER
& JACOBSON
(A Partnership Including
Professional Corporations)
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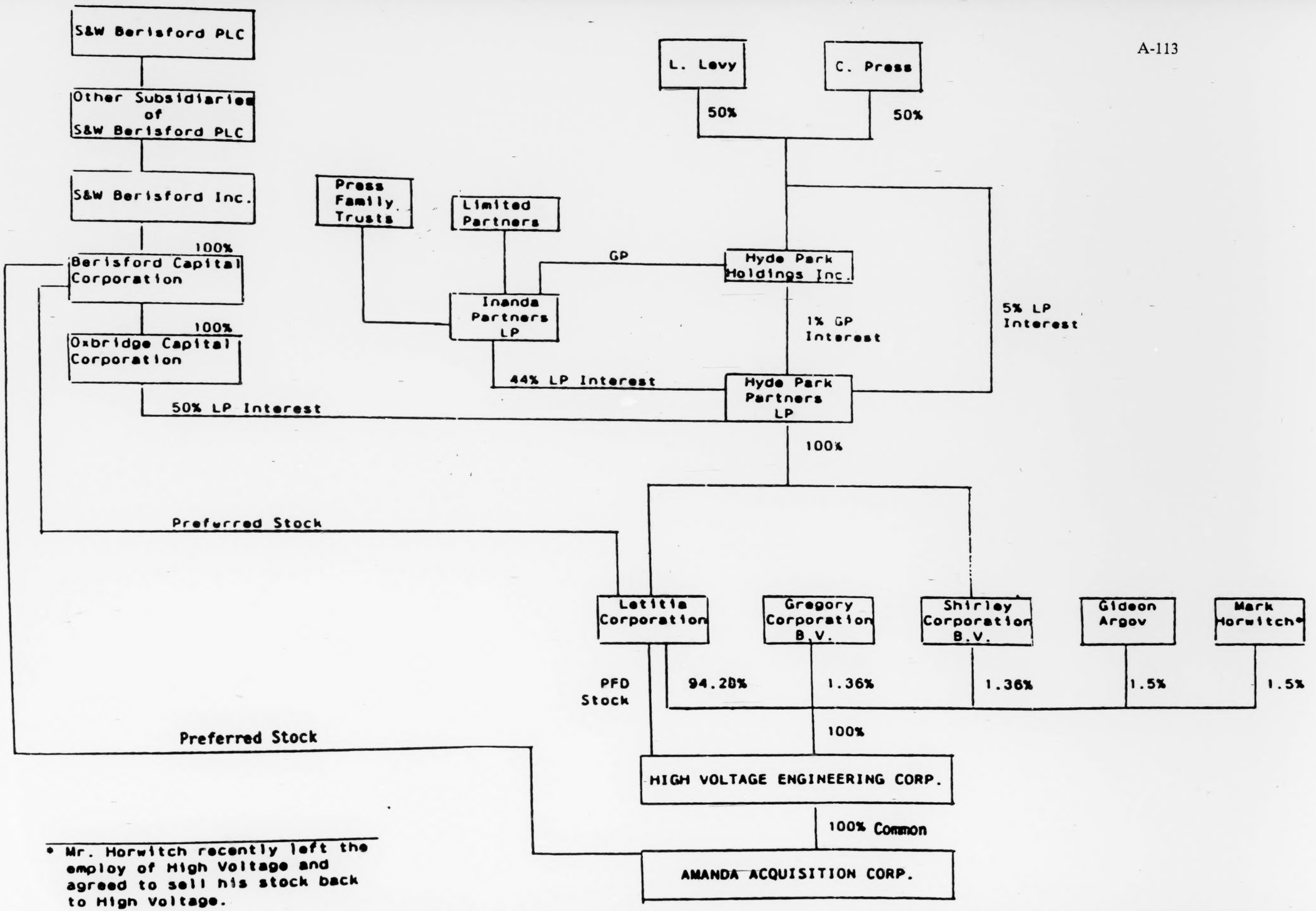
**Attorney of Record*

Counsel for Petitioner



* Mr. Horwitch recently left the employ of High Voltage and agreed to sell his stock back to High Voltage.